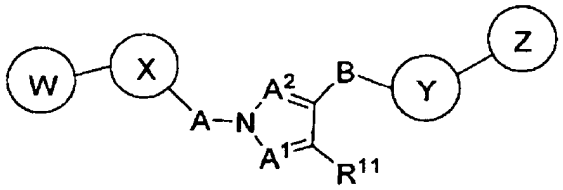
**AMENDMENTS TO THE CLAIMS**

This listing of claims will replace all prior versions, and listings, of claims in the application.

**Listing of Claims:**

Claims 1-23 (Canceled)

24. (New) A compound of the Formula (I):




(I)

wherein:

X is pyridyl wherein the N of the pyridyl is adjacent to the position of attachment to A, which is optionally substituted with 1-7 independent halogen, –CN, $NO_2$, -$C_{1-6}$alkyl, -$C_{1-6}$alkenyl, -$C_{1-6}$alkynyl,–$OR^1$, –$NR^1R^2$, –$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –$NR^1COR^2$, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–$SR^4$, -$SOR^4$, –$SO_2R^4$, –$SO_2NR^1R^2$, -$COR^1$, -$CO_2R^1$, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl ring fused to X; wherein the –$C_{1-6}$alkyl substituent, or cycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –$C_{1-6}$alkyl, –O($C_{0-6}$alkyl), –O($C_{3-7}$cycloalkyl), –O(aryl), –N($C_{0-6}$alkyl)($C_{0-6}$alkyl), -N($C_{0-6}$alkyl)($C_{3-7}$cycloalkyl), or –N($C_{0-6}$alkyl)(aryl) groups;

Y is aryl, which is optionally substituted with 1-7 independent halogen, –CN, $NO_2$, -$C_{1-6}$alkyl, -$C_{1-6}$alkenyl, -$C_{1-6}$alkynyl, -$OR^5$, –$NR^5R^6$, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –$NR^5COR^6$, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, –$NR^5CONR^6R^7$,–$SR^8$, -$SOR^8$, –$SO_2R^8$, –$SO_2NR^5R^6$, -$COR^5$, -$CO_2R^5$, –$CONR^5R^6$, -$C(=NR^5)R^6$, or –$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl ring fused to Y; wherein the –$C_{1-6}$alkyl substituent, or cycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –$C_{1-6}$alkyl, –O($C_{0-6}$alkyl), –O($C_{3-7}$cycloalkyl), –O(aryl), –N($C_{0-6}$alkyl)($C_{0-6}$alkyl), -N($C_{0-6}$alkyl)($C_{3-7}$cycloalkyl), or –N($C_{0-6}$alkyl)(aryl) groups;

A is –$C_{0-4}$alkyl, –$C_{0-2}$alkyl–SO–$C_{0-2}$alkyl–, –$C_{0-2}$alkyl–$SO_2$–$C_{0-2}$alkyl–, –$C_{0-2}$alkyl–CO–$C_{0-2}$alkyl–, –$C_{0-2}$alkyl–$NR^9$CO–$C_{0-2}$alkyl–, or

–$C_{0-2}$alkyl–$NR^9SO_2$–$C_{0-2}$alkyl–;

$A^1$ and $A^2$ is N, the other is $CR^{12}$;

B is –$C_{0-4}$alkyl, –$C_{0-2}$alkyl–SO–$C_{0-2}$alkyl–, –$C_{0-2}$alkyl–$SO_2$–$C_{0-2}$alkyl–, –$C_{0-2}$alkyl–CO–$C_{0-2}$alkyl–, –$C_{0-2}$alkyl–$NR^{10}$CO–$C_{0-2}$alkyl–, or –$C_{0-2}$alkyl–$NR^{10}SO_2$–$C_{0-2}$alkyl–;

W is –$C_{3-7}$cycloalkyl, –hetero$C_{3-7}$cycloalkyl, –$C_{0-6}$alkylaryl, or –$C_{0-6}$alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, $NO_2$, -$C_{1-6}$alkyl, -$C_{1-6}$alkenyl, -$C_{1-6}$alkynyl, –$OR^1$, –$NR^1R^2$, –$C(=NR^1)NR^2R^3$, -$N(=NR^1)NR^2R^3$, –$NR^1COR^2$, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–$SR^4$, -$SOR^4$, –$SO_2R^4$, –$SO_2NR^1R^2$, -$COR^1$, -$CO_2R^1$, –$CONR^1R^2$, -$C(=NR^1)R^2$, or -$C(=NOR^1)R^2$ substituents;

Z is –$C_{3-7}$cycloalkyl, –hetero$C_{3-7}$cycloalkyl, –$C_{0-6}$alkylaryl, or –$C_{0-6}$alkylheteroaryl which is optionally substituted with 1-7 independent halogen, –CN, $NO_2$, -$C_{1-6}$alkyl, -$C_{1-6}$alkenyl, -$C_{1-6}$alkynyl, –$OR^1$, –$NR^1R^2$, –$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –$NR^1COR^2$, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–$SR^4$, -$SOR^4$, –$SO_2R^4$, –$SO_2NR^1R^2$, -$COR^1$, -$CO_2R^1$, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents;

one of W and Z is optionally absent;

$R^1$, $R^2$, and $R^3$ each independently is –$C_{0-6}$alkyl, –$C_{3-7}$cycloalkyl, heteroaryl or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, –$C_{1-6}$alkyl, –O($C_{0-6}$alkyl), –O($C_{3-7}$cycloalkyl), –O(aryl), –N($C_{0-6}$alkyl)($C_{0-6}$alkyl), -N($C_{0-6}$alkyl)($C_{3-7}$cycloalkyl), –N($C_{0-6}$alkyl)(aryl) substituents;

$R^4$ is –$C_{1-6}$alkyl, –$C_{3-7}$cycloalkyl, heteroaryl or aryl; optionally substituted with 1-5 independent halogen, –CN, –$C_{1-6}$alkyl, –O($C_{0-6}$alkyl), –O($C_{3-7}$cycloalkyl), -O(aryl), –N($C_{0-6}$alkyl)($C_{0-6}$alkyl), –N($C_{0-6}$alkyl)($C_{3-7}$cycloalkyl), –N($C_{0-6}$alkyl)(aryl) substituents;

$R^5$, $R^6$, and $R^7$ each independently is –$C_{0-6}$alkyl, –$C_{3-7}$cycloalkyl, heteroaryl or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, –$C_{1-6}$alkyl, –O($C_{0-6}$alkyl), –O($C_{3-7}$cycloalkyl), –O(aryl), –N($C_{0-6}$alkyl)($C_{0-6}$alkyl), -N($C_{0-6}$alkyl)($C_{3-7}$cycloalkyl), –N($C_{0-6}$alkyl)(aryl) substituents;

$R^8$ is –$C_{1-6}$alkyl, –$C_{3-7}$cycloalkyl, heteroaryl or aryl; optionally substituted with 1-5 independent halogen, –CN, –$C_{1-6}$alkyl, –O($C_{0-6}$alkyl), –O($C_{3-7}$cycloalkyl), -O(aryl), –N($C_{0-6}$alkyl)($C_{0-6}$alkyl), –N($C_{0-6}$alkyl)($C_{3-7}$cycloalkyl), –N($C_{0-6}$alkyl)(aryl) substituents;

$R^9$ and $R^{10}$ each independently is –$C_{0-6}$alkyl, –$C_{3-7}$cycloalkyl, heteroaryl or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, –$C_{1-6}$alkyl, –O($C_{0-6}$alkyl), –O($C_{3-7}$cycloalkyl), –O(aryl), –N($C_{0-6}$alkyl)($C_{0-6}$alkyl), -N($C_{0-6}$alkyl)($C_{3-7}$cycloalkyl), –N($C_{0-6}$alkyl)(aryl) substituents;

$R^{11}$ and $R^{12}$ is each independently halogen, –$C_{0-6}$alkyl, –$C_{0-6}$alkoxyl, or

–N($C_{0-4}$alkyl)($C_{0-4}$alkyl), wherein optionally $R^{11}$ and $R^{12}$ are combined to form a cycloalkyl or aryl ring fused to the pyrazole moiety; wherein the –$C_{1-6}$alkyl substituent or cycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –$C_{1-6}$alkyl, –O($C_{0-6}$alkyl), –O($C_{3-7}$cycloalkyl), –O(aryl), –N($C_{0-6}$alkyl)($C_{0-6}$alkyl), -N($C_{0-6}$alkyl)($C_{3-7}$cycloalkyl), or –N($C_{0-6}$alkyl)(aryl) groups; and wherein optionally $R^{11}$ and $R^{12}$ each independently forms =O, =N($C_{0-4}$alkyl) using a bond from the adjoining double bond;

wherein any of the alkyl optionally is substituted with 1-9 independent halogens; and

any N may be an N-oxide;

or a pharmaceutically acceptable salt thereof.

25. (New) The compound of Claim 24, wherein:

Y is phenyl, which is optionally substituted with 1-5 independent halogen, –CN, $NO_2$, -$C_{1-6}$alkyl, -$C_{1-6}$alkenyl, -$C_{1-6}$alkynyl, -$OR^5$, –$NR^5R^6$, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –$NR^5COR^6$, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, –$NR^5CONR^6R^7$,–$SR^8$, -$SOR^8$, –$SO_2R^8$, –$SO_2NR^5R^6$, -$COR^5$, -$CO_2R^5$, –$CONR^5R^6$, -$C(=NR^5)R^6$, or –$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –$C_{1-6}$alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –$C_{1-6}$alkyl, –O($C_{0-6}$alkyl), –O($C_{3-7}$cycloalkyl), –O(aryl), –N($C_{0-6}$alkyl)($C_{0-6}$alkyl), -N($C_{0-6}$alkyl)($C_{3-7}$cycloalkyl), or –N($C_{0-6}$alkyl)(aryl) groups.

26. (New) The compound of Claim 24, wherein:

Z is $C_{0-6}$alkylaryl or –$C_{0-6}$alkylheteroaryl which is optionally substituted with 1-7 independent halogen, –CN, $NO_2$, -$C_{1-6}$alkyl, -$C_{1-6}$alkenyl, -$C_{1-6}$alkynyl, –$OR^1$, –$NR^1R^2$, –$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –$NR^1COR^2$, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–$SR^4$, -$SOR^4$, –$SO_2R^4$, –$SO_2NR^1R^2$, -$COR^1$, -$CO_2R^1$, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents.

27. (New) A compound which is selected from the group consisting of
2-(1-biphenyl-4-yl-1H-pyrazol-4-yl)-pyridine;
2-(1-biphenyl-2-yl-1H-pyrazol-4-yl)-pyridine;
2-[1-(4-cyclohexyl-phenyl)-1H-pyrazol-4-yl]-pyridine;
2-(1-biphenyl-3-yl-1H-pyrazol-4-yl)-pyridine;
2-[1-(3-pyridin-3-ylphenyl)-1H-pyrazol-4-yl]pyridine;
2-[1-(3-pyridin-2-ylphenyl)-1H-pyrazol-4-yl]pyridine;
2-[1-(3-pyridin-4-ylphenyl)-1H-pyrazol-4-yl]pyridine;
2-[1-(1,1'-biphenyl-3-yl)-1H-pyrazol-4-yl]pyridine;
2-[1-(4-pyridin-2-ylphenyl)-1H-pyrazol-4-yl]pyridine;
2-[1-(4-pyridin-3-ylphenyl)-1H-pyrazol-4-yl]pyridine;
2-(1-biphenyl-4-yl-1H-pyrazol-3-yl)-pyridine;
2-[1-(4-phenyl-thiazol-2-yl)-1H-pyrazol-3-yl]-pyridine;
2-[4-(1,1'-biphenyl-3-yl)-1H-pyrazol-1-yl]pyridine;
2-{1-[3-fluoro-5-(2H-tetraazol-5-yl)phenyl]-1H-pyrazol-3-yl}pyridine;
2-[1-(3-chloro-5-pyridin-3-ylphenyl)-1H-pyrazol-4-yl]pyridine;
6-(4-pyridin-2-yl-1H-pyrazol-1-yl)-2,3'-bipyridine;
3-[3-fluoro-5-(1-pyridin-2-yl-1H-pyrazol-4-yl)phenyl]-4-methylpyridine;
1-[3-chloro-5-(1-pyridin-2-yl-1H-pyrazol-4-yl)phenyl]-1H-pyrrolo[2,3-c]pyridine;
2-[4-(3-chloro-5-pyridin-3-ylphenyl)-1H-pyrazol-1-yl]pyridine;
2-[4-(3-fluoro-4-pyridin-2-ylphenyl)-1H-pyrazol-1-yl]pyridine;
2-[4-(3-methoxy-4-pyridin-2-ylphenyl)-1H-pyrazol-1-yl]pyridine;
or a pharmaceutically acceptable salt thereof.

28. (New) A pharmaceutical composition comprising the compound of Claim 24, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.